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Laws Relating to Charitable
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LAWS RELATING TO CORPORATIONS

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FOR

CHARITABLE AND OTHER PURPOSES

ISSUED BY THE DEPARTMENT OF CORPORATIONS AND TAXATION
THE COMMONWEALTH OF MASSACHUSETTS

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The Commonwealth of Massachusetts.

DEPARTMENT OF CORPORATIONS AND TAXATION,
BOSTON, Jan. 1, 1920.

This edition of the Revised Laws relating to corporations for charitable and other purposes, so far as such corporations come within the province of the Commissioner of Corporations and Taxation, has been prepared for the convenience of the public.

Suitable blanks for agreements and certificates required by such laws can be had at any time, free of expense, upon application to the commissioner.

This edition also contains all amendments made since the enactment of the Revised Laws.

WILLIAM D. T. TREFRY,
Commissioner.

LAWS RELATING TO THE ORGANIZATION OF CORPORATIONS FOR CHARITABLE AND OTHER PURPOSES.

REVISED LAWS, CHAPTER 125, AND AMENDMENTS TO JAN. 1, 1920.

PURPOSE AND MANNER OF ORGANIZATION.

SECTION 1. Seven or more persons, a majority of whom are residents of this commonwealth, may form a corporation for any of the purposes named in the following section.

1874, 375, § 1.

P. S. 115, § 1.

130 Mass. 325.

Formation of corporation.
1857, 56, § 1.
G. S. 32, § 1.
1869, 276.
1873, 176.

SECTION 2. Such corporation may be formed for any civic, educational, charitable, benevolent or religious purpose; for the prosecution of any antiquarian, historical, literary, scientific, medical, artistic, monumental or musical purpose; for establishing and maintaining libraries; for supporting any missionary enterprise having for its object the dissemination of religious or educational instruction in foreign countries; for promoting temperance or morality in this commonwealth; for encouraging athletic exercises or yachting; for encouraging the raising of choice breeds of domestic animals and poultry; for the association and accommodation of societies of Free Masons, Odd Fellows, Knights of Pythias or other charitable or social bodies of a like character and purpose; for the establishment and maintenance of places for reading rooms, libraries or social meetings; for establishing boards of trade, chambers of commerce and bodies of like nature.

Purposes of corporation.
1857, 56, § 1.
G. S. 32, § 1.
1869, 276.
1873, 176.
1874, 375, § 2.
1875, 107, § 2.
1877, 204, § 1.
1878, 153.
P. S. 115, § 2.
1909, 428.
1911, 506.
G. A. 1915, 213.
111 Mass. 268.
160 Mass. 409.
169 Mass. 229.
172 Mass. 60.
188 Mass. 409.

ACTS OF 1911, CHAPTER 506.

AN ACT TO AUTHORIZE THE INCORPORATION OF MEDICAL MILK COMMISSIONS.

Be it enacted, etc., as follows:

SECTION 1. For the purpose of supervising the production of milk intended for sick room purposes, infant feeding, use in hospitals and for other uses, any five or more physicians, duly authorized to practice medicine under the laws of this commonwealth may form a corporation in the manner provided by and subject to the provisions of chapter one hundred and twenty-five of the Revised Laws. The members of the board of health of any city or town in which such corporation is formed shall be *ex officio* members of the corporation.

SECTION 2. The name of any corporation organized under the provisions of this act shall be "Medical Milk Commission of _____", designating the name of the city or town in which such corporation is established, and in case more than one corporation shall be organized under this act in any city or town the subsequent corporation or corporations shall use the name designated herein, but shall indicate in such name its proper sequence in incorporation by adding thereto the words "Number Two" or "Number Three" or as the case may be.

SECTION 3. No member of any corporation organized under this act shall receive directly or indirectly from such corporation, or from any dairyman or dairymen producing milk under agreement with the corporation, any salary or emolument or any compensation of any kind for any services rendered as a member of such corporation, or for any services rendered under the provisions of this act; and any member of such a corporation who shall receive any salary, emolument or compensation of any kind for such services shall be liable to a fine of one hundred dollars, and in addition thereto he shall be removed from his office as a member of said corporation and shall thereafter be disqualified from becoming a member of any corporation incorporated under the provisions of this act.

SECTION 4. Every corporation organized under this act shall have power to enter into agreements in writing with any dairyman or dairymen for the production of milk under the supervision of such corporation for the purposes named in section one and to prescribe in such agreements the conditions under which such milk shall be produced, which conditions, however, shall not fall below the standards of purity and quality for certified milk as fixed by

the American Association of Medical Milk Commissions and the standards for milk now or hereafter fixed by the laws of the commonwealth.

SECTION 5. The working methods of any corporation organized under this act and the dairies in which milk is produced under contract with any such corporation shall at all times be subject to investigation by the state board of health.

SECTION 6. No person, firm, association or corporation shall sell or exchange, or offer or expose for sale or exchange as and for certified milk any milk which does not conform to the regulations prescribed by and bear the certification of a corporation organized under the provisions of this act. Any person, firm, association or corporation violating any provision of this section shall be guilty of a misdemeanor, and shall be liable to a fine of not more than one hundred dollars for each offence.

(This bill, returned by the governor to the senate, the branch in which it originated, with his objections thereto, was passed by the Senate May 22 and, in concurrence, by the house of representatives May 31, the objections of the governor notwithstanding, in the manner prescribed by the Constitution, and thereby has the "force of a law".)

REVOCATION OF CHARTERS.

ACTS OF 1902, CHAPTER 524.

AN ACT TO PROVIDE FOR THE REVOCATION OF THE CHARTERS OF CERTAIN CLUBS.

Be it enacted, etc., as follows:

If any liquor, or any casks or other vessels or implements of sale and furniture used or kept and provided to be used in the illegal keeping or sale of liquor, or any implements of gaming, are seized on the premises occupied by any club or organization described in section two of chapter one hundred and twenty-five of the Revised Laws, and are forfeited under the provisions of chapter one hundred of the Revised Laws, the selectmen of the town, or the mayor and aldermen of the city, in which such club or organization is situated, except Boston, and in Boston the board of police, shall immediately notify the secretary of the Commonwealth, and he shall, upon receipt of such notice, declare the charter of such club or organization void, and shall publish a notice in at least one newspaper published in the county in which such club or organization is located, that such incorporation is void and of no further effect. [Approved June 27, 1902.]

ACTS OF 1907, CHAPTER 336.

AN ACT TO PROVIDE FOR REVOKING THE CHARTERS OF CERTAIN CLUBS AND ORGANIZATIONS.

Be it enacted, etc., as follows:

SECTION 1. If any person is convicted of illegally engaging in, giving or promoting a public boxing match or sparring exhibition, or of illegally engaging in giving or promoting a private boxing match or sparring exhibition the contestants in which have received or have been promised any pecuniary reward, remuneration or consideration whatsoever, directly or indirectly, under the auspices of or on the premises occupied by any club or organization described in section two of chapter one hundred and twenty-five of the Revised Laws, the chief of the district police, the selectmen of the town or the mayor and aldermen of the city in which such club or organization is situated, except in Boston, and in Boston the police commissioner, shall immediately notify the secretary of the Commonwealth, and he shall, upon receipt of such notice, declare the charter of such club or organization void, and shall publish a notice in at least one newspaper published in the county in which the club or organization is situated that such incorporation is void and of no further effect.

SECTION 2. This act shall take effect upon its passage. [Approved April 24, 1907.]

SURRENDER OF CERTIFICATE OF INCORPORATION.

REVISED LAWS, CHAPTER 109, SECTION 56.

Surrender of
certificate of
incorporation
1898, 502.

SECTION 56. If a petition, signed and sworn to by a majority in number or interest of the members of a corporation organized under the general laws, except a corporation created for the purpose of business or profit having a capital stock divided into shares or which is under the supervision of the commissioner of insurance, has, with the certificate of incorporation, been filed in the office of the secretary of the commonwealth stating that such members desire to surrender the certificate of incorporation and to have the corporation dissolved and giving their reasons therefor, the secretary, if he considers such reasons sufficient, shall require the petitioners to publish a notice in one or more newspapers in the county in which the corporation is located that, for reasons which appear to him to be sufficient, the certificate of incorporation of the corporation therein named is annulled. Upon the filing by the peti-

tioner with the secretary of a copy of each newspaper in which the notice of dissolution was ordered to be published, the corporation shall be dissolved, subject to the provisions of the three preceding sections.

CHANGE OF LOCATION OF CORPORATIONS.

ACTS OF 1907, CHAPTER 337.

AN ACT TO REGULATE CHANGES IN LOCATIONS OF CERTAIN CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. No corporation organized under general laws for the purpose of fostering, encouraging or engaging in athletic exercises or for the establishment and maintenance of places for reading rooms, libraries or social meetings shall change its location from the city or town in which it was established or is now located to another city or town within the Commonwealth until consent thereto has been obtained in writing from the mayor and aldermen of the city or the board of selectmen of the town in which the corporation proposes to acquire a new location, except that in the city of Boston such consent in writing shall be obtained from the police commissioner.

SECTION 2. The consent of any board, or of the police commissioner, required by section one of this act shall not take effect until a copy thereof, duly attested by the clerk or secretary of said board or of said police commissioner, has been filed by him in the office of the secretary of the Commonwealth.

SECTION 3. A change of location by a corporation contrary to the provisions of this act shall be sufficient cause for the revocation of its charter by the secretary of the Commonwealth.

SECTION 4. This act shall take effect upon its passage. [Approved April 24, 1907.]

SECTION 3. The corporation shall be formed in the manner prescribed in, and subject to the provisions of, sections fifteen to twenty, inclusive, of chapter one hundred and ten, except as follows:

Organization.
1837, 56, § 2.
G. S. 22, § 2.
1874, 375,
§§ 2-5.
P. S. 115,
§§ 3, 4.
1883, 177.
1890, 191.

The capital stock, if any, shall not exceed five hundred thousand dollars.

The agreement of association of a corporation which has no capital stock may omit the statement of the amount

of the capital stock and the par value and number of its shares. The par value of the shares of its capital stock, if any, may be ten, twenty-five, fifty or one hundred dollars. The fee to be paid to the secretary of the commonwealth upon the filing of the certificate of organization shall be five dollars.

Investigation
of proposed
associates.
1890, 439, § 1.
1893, 226, § 1.
1906, 291, § 10.

SECTION 4. Before making and issuing a certificate of incorporation to a corporation formed for any of the purposes described in section two, the secretary of the commonwealth may forward a statement to the mayor and aldermen of the city, except Boston, or to the selectmen of the town, in which such society is to have its principal office or rooms, and, if such office or rooms are to be in Boston, to the board of police for the city of Boston, giving a list of the names of the persons who have applied for incorporation, the purpose of the organization as stated by the applicants, the location proposed to be occupied and all other facts which may be stated in the application for incorporation. The mayor and aldermen, selectmen or board of police for the city of Boston, upon the receipt of such statement, shall immediately make an investigation and ascertain whether any of the proposed incorporators have been engaged in the illegal selling of intoxicating liquor or in keeping places or tenements used for the purpose of illegal gaming, or whether they have been engaged in any other business or vocation prohibited by law, and shall forthwith report to the secretary of the commonwealth all the facts ascertained. If, in his opinion, it appears from said report or otherwise that the probable purpose of the formation of the proposed organization is to cover an illegal business, he shall refuse to issue a certificate of incorporation.

Charitable
corporations
or homes for
children.
1901, 405.
1910, 181.

SECTION 5. Before making and issuing a certificate for the incorporation of a charitable corporation the secretary of the commonwealth shall also forward such statement as is described in the preceding section to the department of public welfare, which shall immediately make an investigation

as to the persons who have asked to be incorporated and as to the purposes of the incorporation, and any other material facts relative thereto, and shall give them a public hearing, notice of which shall be published once a week for three successive weeks in some paper published in the county in which the corporation is to have its principal office or rooms, and if said office or rooms are to be in Boston, in some Boston daily paper, the last publication to be at least three days before the day set for the hearing, and shall forthwith report to the secretary of the commonwealth all the facts ascertained by it. If it appears to the secretary of the commonwealth from said report or otherwise that the probable purpose of the formation of the proposed corporation is to cover any illegal business, or that the persons asking for incorporation are not suitable persons, from lack of financial ability or from any other cause, he shall refuse to issue his certificate. If he refuses to issue his certificate, the persons asking to be incorporated may appeal to the superior court, which shall hear the case and finally determine whether or not the certificate of incorporation shall be issued.

SECTION 6. The corporation may prescribe by its by-laws the manner in which, and the officers and agents by whom, the purposes of its incorporation may be accomplished, and, instead of the directors and other officers to be chosen at the first meeting, it may have a board of other officers with the powers of directors, and presiding, financial and recording officers with the powers of president, treasurer and clerk; and its certificate of organization may be made, signed and sworn to by its presiding, financial and recording officers and a majority of its other officers having the powers of directors; and the certificate issued by the secretary under the provisions of section twenty of chapter one hundred and ten shall be modified to correspond with the facts in each case.

SECTION 7. Such corporation, if organized under general laws, at a meeting called for the purpose may in-

By-laws.
Officers.
1874, 375, § 6.
1875, 49, § 1.
P. S. 115,
§§ 5, 6.
13 Met.
497-504.
117 Mass. 226.

Increase of
capital.
1888, 177.

crease the amount of its capital stock and the number of shares therein to an amount not exceeding five hundred thousand dollars.

Such corporations may hold real and personal estate and gifts, etc.
 1857, 56, § 4.
 G. S. 32, § 4.
 1874, 375, § 7.
 P. S. 115, § 7.
 1896, 96.
 1897, 97.
 1901, 96.
 1911, 400.
 G. A. 1917,
 45, § 1.
 153 Mass. 78.
 Op. A. G. 1906,
 p. 11.

SECTION 8. Any corporation organized under general or special laws for any of the purposes mentioned in section two and under sections thirteen to sixteen, inclusive, may hold real and personal estate to an amount not exceeding two million dollars, which shall be devoted to the purposes set forth in its charter or agreement of association, and it may receive and hold, in trust or otherwise, funds received by gift or bequest to be devoted by it to such purposes.

General Acts of 1915, chapter 209, as amended by General Acts of 1917, chapter 45, section 2, is as follows:—

AN ACT RELATIVE TO THE LIMITATION OF PROPERTY OWNED BY CHARITABLE AND OTHER CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. Every corporation heretofore organized by special act of the legislature for a purpose or purposes for which corporations may be organized under the provisions of chapter one hundred and twenty-five of the Revised Laws, and acts in amendment thereof or in addition thereto, may, despite any provisions contained in its charter, acquire and hold real and personal estate to an amount not exceeding two million dollars, in accordance with section eight of said chapter one hundred and twenty-five.

SECTION 2. This act shall not be construed to limit the amount of real and personal estate which may be held by any corporation whose charter allows it to hold an amount greater than that mentioned in section one hereof. [Approved April 28, 1915.]

ACTS OF 1911, CHAPTER 400.

AN ACT RELATIVE TO THE ACQUISITION BY PRIVATE CORPORATIONS
OR ASSOCIATIONS OF LAND FOR THE CARE OF THE INSANE.*Be it enacted, etc., as follows:*

SECTION 1. No association now or hereafter formed for the care of the insane, and no private corporation now or hereafter incorporated for the care of the insane shall acquire land in a city or town to be exempt from taxation without the consent of the city council or the corresponding body in a city with the approval of the mayor, or without the consent of the legal voters of the town in which such land is situated.

SECTION 2. This act shall take effect upon its passage. [*Approved May 4, 1911.*]

SECTION 9. Such corporation may, at a meeting duly called for the purpose, by vote of all its members, add to or change the purpose for which it was incorporated, if the additional or new purpose is authorized by section two. The presiding, financial and recording officers and a majority of its other officers having the powers of directors shall forthwith make, sign and swear to a certificate setting forth such addition to or change of purpose, which, having been submitted to the commissioner of corporations and taxation and approved by him, shall thereupon be filed and recorded in the office of the secretary of the commonwealth.

Change of purpose of incorporation.
1898, 504.

SECTION 10. A corporation organized for medical purposes under the provisions of this chapter shall not confer degrees, or issue diplomas or certificates conferring or purporting to confer degrees, unless specially authorized thereto by the general court. An officer, agent or servant of such corporation or any other person who confers degrees, or signs, issues or authorizes the signing or issuing of any diploma or certificate purporting to confer any degree of medicine or surgery, in violation of the provisions of this section, shall be punished by a fine of not less than five hundred nor more than one thousand dollars.

Conferring degrees forbidden, unless, etc.
1883, 268.
221 Mass. 190.

Horse-breeding corporations may hold exhibitions, etc.
1900, 409.

SECTION 11. Corporations which are formed under the provisions of this chapter for encouraging the raising of choice breeds of horses may establish and maintain grounds suitable for exhibitions and trials of the speed or strength of horses; may arrange for and advertise such exhibitions and trials upon such grounds, may collect admission fees thereto and may award purses or premiums to the participants therein, if such purses or premiums are raised only from voluntary subscriptions to the funds of the corporation, admission fees or fees for entering horses in such exhibitions or trials.

Adoption of chapter by corporations otherwise organized.
1875, 49, § 2.
P. S. 115, § 13.
180 Mass. 325.

SECTION 12. A corporation which was formed before the twenty-seventh day of July in the year eighteen hundred and seventy-four under the provisions of any statute for any of the purposes mentioned in section two may, at a meeting called for the purpose, vote to accept the provisions of the preceding sections of this chapter and present to the commissioner of corporations and taxation a certificate signed and sworn to by its presiding, financial and recording officers and a majority of its other officers having the powers of directors, setting forth a copy of its agreement of association and of said vote, the date of the meeting at which the vote was accepted and such further evidence as the commissioner may require of its legal existence and of its intention to accept the provisions of said sections. The commissioner shall examine the certificate and evidence of organization, and, if it appears that the provisions of law have been complied with, shall so certify and approve the certificate by his indorsement thereon, and thereupon such corporations shall have the powers and privileges and be subject to the duties and liabilities of corporations formed under said sections. The secretary of the commonwealth, upon payment of a fee of five dollars and upon the deposit in his office of said certificate with the indorsement thereon, shall cause it to be recorded, and shall issue a certificate in the following form:—

COMMONWEALTH OF MASSACHUSETTS.

Be it known that whereas [the names of the original subscribers] formerly associated themselves with the intention of forming a corporation under the name of [the name of the corporation], for the purpose [the purpose declared in the articles of agreement], under the provisions of [the designation of the statute under the provisions of which organization was effected], with a capital of [the amount of the capital stock, as it stands fixed by the corporation at the date of the certificate; or, if there is no capital stock, this clause shall be omitted], and the provisions of the statutes of this commonwealth in such case made and provided have been complied with, as appears from the certificate of the proper officers of said corporation, duly approved by the commissioner of corporations and taxation, and recorded in this office: now, therefore, I, [the name of the secretary], secretary of the commonwealth of Massachusetts, do hereby certify that said [the name of the corporation] is legally organized and established as an existing corporation, with the powers, rights and privileges, and subject to the limitations, duties and restrictions, which by law appertain thereto.

Form of certificate of organization, to be issued by secretary of the commonwealth.

Witness my official signature hereunto subscribed, and the seal of the commonwealth of Massachusetts hereunto affixed, this day of _____, in the year _____. [The day, month and year of execution of the certificate.]

The secretary shall sign the same and cause the seal of the commonwealth to be thereto affixed, and such certificate shall be conclusive evidence of the existence of such corporation at the date of such certificate. The secretary shall also cause a record of such certificate to be made, and a certified copy of such record may be given in evidence with like effect as the original certificate.

Same to be evidence of incorporation.

LABOR OR TRADE ORGANIZATIONS.

SECTION 13. Corporations may be formed in the manner provided in this chapter for the purpose of improving the condition of any employees in any one or more trades or employments, either relative to their employment or to the promotion of education, temperance, morality or social intercourse among them, or for the purpose of paying benefits to sick or unemployed members, or to persons dependent upon deceased members or otherwise.

Labor or trade organizations. 1888, 134, § 1. 1902, 430. 1903, 275. 1914, 778. [1 Op. A. G. 548.]

Indorsement
of certificate of
labor, etc.,
organisations.
1888, 134, § 2.

SECTION 14. The commissioner of corporations and taxation shall not indorse his approval upon the certificate of organization of any such corporation, unless he is satisfied that the purpose of the association is lawful, that its by-laws contain no provision contrary to law and that they conform to the requirements of the following two sections.

By-laws of
trade organi-
zations.
1888, 134,
§§ 3, 4.

SECTION 15. The by-laws shall contain clear and distinct provisions relative to the election, admission and expulsion of members; the titles, duties, powers and tenure of the officers of the corporation and their election and removal; the number of members required for a quorum; the call for special meetings; the adoption, amendment and repeal of by-laws; the purposes to which the funds of the corporation may be applied and for which assessments may be laid upon the members; the conditions upon which a member or persons dependent upon a deceased member shall be entitled to benefits, if any are to be given by the corporation; the imposition of fines and forfeitures, if any; the deposit, investment and custody of the funds of the corporation; the periodical audit of the accounts of the treasurer; and the method of voting on shares of stock, if any are issued by the corporation. A by-law shall not be repealed or amended, or an additional by-law adopted, unless notice of such proposed action shall have been given at a previous meeting; and such repeal, amendment or adoption shall not take effect until it has been approved by the commissioner of corporations and taxation as conformable to the requirements of law.

Rights of
members.
1888, 134, § 4.

SECTION 16. No member of such corporation shall be expelled by vote of less than a majority of all the members thereof, nor by vote of less than three-quarters of the members present and voting upon such expulsion. Every member of such corporation and every person who has an interest in its funds shall be entitled to examine its books and records.

Sections 17 to 19 have been repealed by Acts of 1906, chapter 463, Part I., section 68.

ACTS OF 1906, CHAPTER 463, PART I., SECTIONS 46-48.

RAILROAD AND STREET RAILWAY RELIEF CORPORATIONS.

SECTION 46. Seven or more persons, a majority of whom are 1909, 514, § 135. residents of this commonwealth, being employees of any railroad corporation or street railway company, organized under the laws of this commonwealth, may, in accordance with the provisions of sections three to six, inclusive, of chapter one hundred and twenty-five of the Revised Laws, form a corporation for the purpose of receiving, managing and applying such property and funds as it may receive by contribution, assessment or otherwise for the improvement and benefit of its members, and for their relief and the relief of their families in case of sickness, injury, inability to labor, or other cases of need.

SECTION 47. The by-laws of such corporation shall be approved by the department of public utilities, and shall prescribe the manner in which, and the officers and agents by whom, the purpose of its incorporation may be carried out, and also the manner in which its property may be invested. Such corporation shall annually, and as often as may be required by the department of public utilities, render to said department such statements of its membership and financial transactions and such other information relative thereto as said department may consider necessary for a proper exhibit of its business and standing. Said department may verify such statement by an examination of the books and papers of the corporation; and whoever, having charge or custody of such books and papers, neglects to comply with the provisions of this section shall be punished by a fine of not more than five hundred dollars.

SECTION 48. A railroad corporation which operates a railroad or portion thereof in this commonwealth, or a street railway company, may, by vote of its directors, associate itself with seven or more of its employees in forming a corporation under the provisions of section forty-six, or may, upon the invitation of any such society, become a member thereof, and may aid such corporation by contributions to its funds or otherwise. The by-laws of such corporation shall provide for the manner in which the railroad corporation or street railway company shall vote and be represented in said corporation. The funds of such corporation shall not be liable to attachment by the trustee process, or be liable to be taken on execution or on any other process, legal or equitable, to satisfy any debt or liability of the railroad corporation or street railway company or of any member of the corporation.

TEXTILE SCHOOLS.

Textile schools
in cities.
1895, 475, § 1.
1899, 299, § 1.
1906, 275.
165 Mass. 419.

SECTION 20. If the mayor of a city files a certificate with the commissioner of corporations and taxation that in said city there are in operation four hundred and fifty thousand or more spindles, not less than seven nor more than twenty persons, citizens of this commonwealth, may associate themselves by an agreement in writing for the purpose of establishing and maintaining a textile school in such city for instruction in the theory and practical art of textile and kindred branches of industry, with authority to take, by gift or purchase, and hold real and personal property to the amount of three hundred thousand dollars. A copy of said agreement and of the signatures thereto, sworn to by any one of the subscribers, shall be submitted to the governor, and if he certifies his approval of the associates as suitable for the purposes of their association and of this section, and they organize by the adoption of by-laws and the election of officers and file a certificate thereof and the certificate of the approval of the governor with the secretary of the commonwealth, he shall issue to them a certificate of corporation as similar as may be under the circumstances to the forms heretofore provided in this chapter and thereupon said associates shall be a corporation for said purposes, with all the powers and privileges, and subject to all the duties and obligations, of corporations organized for educational purposes under the provisions of this chapter, except as herein otherwise provided. Said corporation shall be known as the Trustees of the Textile School of the city in which it is located and may fill all vacancies in its membership, except as otherwise provided in section twenty-two. Only one such corporation shall be established under the provisions of this section in any one city.

Appropriations by cities.
1895, 475, § 2.
1899, 299, § 2.

SECTION 21. A city in which such corporation is established may appropriate and pay to it not more than twenty-five thousand dollars, and, upon such payment,

the mayor and superintendent of schools of such city shall ex officio be members of said corporation.

SECTION 22. If a city appropriates and pays money to such corporation, or if the trustees or members thereof pay money into its treasury for the establishment and maintenance of such schools, the commonwealth shall appropriate and pay to said corporation an amount equal to the total amount so appropriated and paid, not exceeding twenty-five thousand dollars, and, upon such appropriation and payment by the commonwealth, the governor shall, with the advice and consent of the council, appoint two trustees of the corporation for two and four years respectively, and at the end of each of said terms a trustee for four years, and such trustees and their successors by like appointment shall be members of said corporation. The governor, with the advice and consent of the council, shall fill all vacancies in the membership created by this section.

Appropriations
by the com-
monwealth;
trustees.
1895, 475, § 8.
1899, 299, § 8.

NAMES AND CHANGES OF NAMES OF CHARITABLE CORPORATIONS.

The name which a corporation organized under the provisions of this chapter may assume is governed by section 8 of chapter 109 of the Revised Laws; and the method of changing the name of such a corporation is governed by chapter 163, Acts of 1908, and chapter 205, General Acts of 1915.

REVISED LAWS, CHAPTER 109, SECTION 8.

SECTION 8. A corporation which is organized under the general laws may assume any name which, in the judgment of the commissioner, indicates that it is a corporation; but it shall not assume the name of another corporation established under the laws of this commonwealth, or of a corporation, firm, association or person carrying on business in this commonwealth, at the time of such organization or within three years prior thereto, or assume a name so

Corporate
name.
1891, 257.
149 Mass. 436.

similar thereto as to be liable to be mistaken for it, except with the consent in writing of said existing corporation, firm or association or of such person previously filed with the commissioner of corporations and taxation. The supreme judicial court or the superior court shall have jurisdiction in equity, upon the application of any person interested or affected, to enjoin such corporation from doing business under a name assumed in violation of the provisions of this section, although its certificate of organization may have been approved and a certificate of incorporation may have been issued to it.

ACTS OF 1908, CHAPTER 163.

AN ACT RELATIVE TO THE CHANGING OF NAMES OF CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. Every corporation organized under general or special laws of this commonwealth, except corporations subject to the provisions of chapter four hundred and thirty-seven of the acts of the year nineteen hundred and three, and acts in amendment thereof and in addition thereto, and except corporations subject to the provisions of chapter four hundred and sixty-three of the acts of the year nineteen hundred and six, and acts in amendment thereof and in addition thereto, may at a meeting duly called for the purpose, by the vote of two thirds of all of its stock, or if two or more classes of stock have been issued, by two thirds of each class of stock outstanding and entitled to vote, or in case such corporation has no capital stock, by a vote of two thirds of the persons legally qualified to vote in meetings of the corporation, or by a larger vote if its agreement of association or by-laws shall so require, change its name. Articles of amendment signed and sworn to by the president, treasurer and a majority of the directors or other officers having the powers of directors, shall within thirty days after such

meeting be prepared, setting forth such amendment, and stating that it has duly been adopted by the stockholders. Such amendment shall be submitted to the commissioner of corporations and taxation who shall examine it, and if he finds that it conforms to the requirements of law, he shall so certify and endorse his approval thereon. Thereupon the secretary of the commonwealth shall direct the officers of the corporation to publish in such form as he may see fit, in a newspaper published in the county in which the corporation has its principal office or place of business, notice of such change of name. When the secretary of the commonwealth is convinced that such notice has been published as required by him, he shall upon the payment of a fee of one dollar grant a certificate of the name which the corporation shall bear, which name shall thereafter be its legal name, and the secretary of the commonwealth shall cause the article of amendment and the endorsements thereon to be recorded in his office. In the case of corporations which are subject to the provisions of chapter one hundred and eighteen, one hundred and nineteen, and one hundred and twenty of the Revised Laws, and of all acts in amendment thereof and in addition thereto, the approval of the commissioner of insurance shall be required before the commissioner of corporations and taxation approves the article of amendment. No article of amendment changing the name of any corporation shall take effect until it has been filed in the office of the secretary of the commonwealth as aforesaid.

SECTION 2. All acts and parts of acts inconsistent herewith are hereby repealed.

SECTION 3. This act shall take effect upon its passage.
[Approved March 3, 1908.]

The following act adds a new section to the foregoing act: —

GENERAL ACTS OF 1915, CHAPTER 205.

AN ACT RELATIVE TO THE CHANGE OF NAME OF CORPORATIONS.

Be it enacted, etc., as follows:

Chapter one hundred and sixty-three of the acts of the year nineteen hundred and eight is hereby amended by adding a new section thereto to be numbered two, as follows:— *Section 2.* Any corporation organized under general or special laws for any of the purposes specified in section two of chapter one hundred and twenty-five of the Revised Laws, or acts in amendment thereof or in addition thereto, may, if unable to comply with the provisions of section one hereof, petition the commissioner of corporations and taxation for a change of name. Such petition shall contain a list of the officers and stockholders or members of the corporation, so far as they are known, together with their addresses; shall state why it is unable to comply with the provisions of section one, together with the name proposed to be adopted by the corporation; and shall be signed and sworn to by the president or one member of the board of directors. The commissioner of corporations and taxation may require the petitioners to furnish him with information as to what attempts, if any, have been made to secure the approval of two thirds of the stockholders or members, or of such proportion thereof as the by-laws of the corporation may prescribe, for the proposed change of name. The commissioner may also require any other information which in his judgment may be of assistance in determining the matter before him. He may direct the petitioner or the officers of the corporation to give any further notice to the members thereof of the proposed change of name, and to report to him the result of such notice.

If the commissioner shall be satisfied that the proposed name of the corporation is approved by such members or stockholders thereof as have expressed an opinion in

relation thereto, or of a reasonable proportion thereof, he shall indorse his approval thereon, and thereupon it shall be filed in the office of the secretary of the commonwealth, who shall direct publication thereof and grant a certificate of name in the manner provided in section one. *[Approved April 26, 1915.]*

REVISED LAWS, CHAPTER 109, SECTION 56.

DISSOLUTION OF CORPORATIONS.

SECTION 56. If a petition, signed and sworn to by a majority in number or interest of the members of a corporation organized under the general laws, except a corporation created for the purpose of business or profit having a capital stock divided into shares or which is under the supervision of the commissioner of insurance, has, with the certificate of incorporation, been filed in the office of the secretary of the commonwealth stating that such members desire to surrender the certificate of incorporation and to have the corporation dissolved and giving their reasons therefor, the secretary, if he considers such reasons sufficient, shall require the petitioners to publish a notice in one or more newspapers in the county in which the corporation is located that, for reasons which appear to him to be sufficient, the certificate of incorporation of the corporation therein named is annulled. Upon the filing by the petitioner with the secretary of a copy of each newspaper in which the notice of dissolution was ordered to be published, the corporation shall be dissolved, subject to the provisions of the three preceding sections.

Surrender of
certificate of
incorporation.
1898, 502.

FORMATION OF CORPORATIONS.

REVISED LAWS, CHAPTER 110, SECTIONS 15-20.

AGREEMENT, NAME AND ORGANIZATION.

Contents of agreement.

1851, 133, § 3.
G. S. 61, § 2.
1866, 290, § 2.
1870, 224, § 7.
P. S. 106, § 16.
11 Gray, 139.
97 Mass. 494.

Corporate name.

1851, 133, § 6.
G. S. 61, § 1.
1870, 224, § 8.
1872, 275, § 5.
1875, 225.
1877, 224, § 3.
P. S. 106, § 17;
117, § 3; 119,
§ 23.
1883, 98, § 1.
1887, 214, § 30.
1888, 413, § 27.
1894, 522, § 30.
151 Mass. 560.

First meeting, how called and notified.

1855, 478, § 2.
G. S. 61, § 3.
1866, 290, § 4.
1870, 224, § 9.
P. S. 106, § 18.

Subscribers to hold franchise; distribution of shares.

1870, 224, § 30.
P. S. 106, § 19.
101 Mass. 385.

SECTION 15. The agreement of association shall state that the subscribers thereto associate themselves with the intention of forming a corporation, the corporate name assumed, the purpose for which it is formed, the city or town, which shall be in this commonwealth, in which it is established or located, the amount of its capital stock and the par value and number of its shares.

SECTION 16. Any name may, subject to the provisions of section eight of chapter one hundred and nine, be assumed by a corporation. If organized for the purposes mentioned in sections seven or eight, or under the provisions of chapter one hundred and fourteen or section thirty of chapter one hundred and eighteen, or if subject to any of the provisions of chapter one hundred and sixteen, the words "co-operative" or "fishing" or "co-operative bank" or "insurance", or "mutual insurance" if organized upon the mutual principle, or "trust company", respectively, shall form part of the name.

SECTION 17. The first meeting shall be called by a notice signed by one or more of the subscribers to such agreement, stating the time, place and purpose of the meeting, a copy of which notice shall, seven days at least before the day appointed for the meeting, be given to each subscriber, or left at his usual place of business or residence, or deposited in the post office, postpaid, and addressed to him at his usual place of business or residence. Whoever gives such notice shall make affidavit of his doings, which, with a copy of the notice, shall be recorded in the records of the corporation.

SECTION 18. The subscribers to the agreement of association shall hold the franchise until the organization has been completed; and, unless it is otherwise provided in such agreement, each subscriber who elects to take such

shares at the first meeting may take such proportion of the shares of the capital stock as the number of subscribers to the agreement bears to the whole number of shares, or any part of such proportion, upon paying the assessments thereon as called for by the corporation. All shares not so taken shall be disposed of as the corporation determines.

SECTION 19. At such first meeting, including any necessary or reasonable adjournment, an organization shall be effected by the choice by ballot of a temporary clerk, who shall be sworn, and by the adoption of by-laws, and the election, in the manner provided in section twenty-three, of directors, treasurer, clerk and such other officers as the by-laws may provide; but at such first meeting no person shall be eligible as a director who has not subscribed the agreement of association. The temporary clerk shall make and attest a record of the proceedings until the clerk has been chosen and sworn, including a record of such choice and qualification.

Organization;
choice of
officers;
records.
1851, 133,
§§ 4, 5.
G. S. 61, § 5.
1870, 224, § 10.
P. S. 106, § 20.

SECTION 20. The president, treasurer and a majority of the directors, shall forthwith make, sign and swear to a certificate setting forth a true copy of the agreement of association with the names of the subscribers thereto, the date of the first meeting and the successive adjournments thereof, if any, and shall submit such certificate and also the records of the corporation to the commissioner of corporations and taxation, who shall examine the same, and who may require such other evidence as he may judge necessary. If it appears that the requirements of the preceding sections preliminary to the establishment of the corporation have been complied with, the commissioner shall so certify and approve the certificate by his indorsement thereon. Such certificate shall thereupon be filed by said officers in the office of the secretary of the commonwealth, who, upon payment of the fee hereinafter provided, shall cause the same with the indorsement thereon to be recorded, and shall thereupon issue a certificate in the following form:—

Certificate of
organization
to be filed.
1851, 133, § 4.
1855, 68, § 2.
1857, 276, § 1.
G. S. 61, § 8.
1870, 224, § 11.
P. S. 106, § 21.
151 Mass. 500.

COMMONWEALTH OF MASSACHUSETTS.

Be it known that whereas [the names of the subscribers to the agreement of association] have associated themselves with the intention of forming a corporation under the name of [the name of the corporation], for the purpose [the purpose declared in the agreement of association], with a capital of [the amount of capital fixed in the agreement of association], and have complied with the provisions of the statutes of this commonwealth in such case made and provided, as appears from the certificate of the president, treasurer and directors of said corporation, duly approved by the commissioner of corporations and taxation and recorded in this office: now, therefore, I [the name of the secretary], secretary of the commonwealth of Massachusetts, do hereby certify that said [the names of the subscribers to the agreement of association], their associates and successors, are legally organized and established as, and are hereby made, an existing corporation under the name of [name of the corporation], with the powers, rights and privileges, and subject to the limitations, duties and restrictions, which by law appertain thereto.

Witness my official signature hereunto subscribed, and the seal of the commonwealth of Massachusetts hereunto affixed, this
 day of in the year [the date of
 execution of the certificate].

The secretary shall sign the same and cause the seal of the commonwealth to be thereto affixed, and such certificate shall have the force and effect of a special charter and shall be conclusive evidence of the existence of such corporation. He shall also cause a record of such certificate to be made, and a certified copy of such record may be given in evidence with like effect as the original certificate.

CEMETERIES AND BURIALS.

REVISED LAWS, CHAPTER 78.

CEMETERY AND CREMATORY CORPORATIONS.

SECTION 1. Five or more persons who are desirous of procuring, establishing and preparing a cemetery, or who are the majority in interest of the proprietors of an existing cemetery, may organize as a corporation in the manner provided in chapter one hundred and twenty-three; but such corporation shall not sell nor impair the right of any proprietor of an existing cemetery.

Cemetery corporations, organization.
1841, 114, § 1.
1852, 56,
§§ 1, 2.
G. S. 28, § 1.
P. S. 82, § 1.
103 Mass. 104.
188 Mass. 97.

SECTION 2. Such corporation shall be subject to the provisions of chapter one hundred and nine and of the first thirteen sections of chapter one hundred and twenty-three; may take and hold only so much real and personal property as may be necessary for the objects of its organization; may lay out such real property into lots; and may grant and convey the exclusive right of burial in, and of erecting tombs or cenotaphs upon, any lot and of ornamenting the same, upon such terms and conditions and subject to such regulations as it shall prescribe. The provisions of section twenty-five of chapter one hundred and ten shall apply to such corporation.

Powers and duties.
R. S. 38, § 7.
1841, 114,
§§ 2-4.
1852, 56, § 2.
G. S. 28, § 2;
60, § 7.
1866, 104.
P. S. 82,
§§ 2, 5.
146 Mass. 163.
158 Mass. 514.

SECTION 3. Every cemetery corporation which is created by special charter or organized under general laws shall regularly keep books in which it shall enter all conveyances of burial lots within said cemetery and all instruments of contract relating to conveyances of such lots. Such records, and similar records made by such corporation prior to the second day of June in the year eighteen hundred and eighty-nine, shall have the same effect as if made in the registry of deeds for the county or district in which such cemetery is situated, and no other record shall be necessary.

Record of conveyances of lots.
1865, 252,
§§ 1, 2.
P. S. 82, § 6.
1883, 142.
1889, 299.

SECTION 4. The secretary or clerk of such corporation may give certified copies of all deeds and instruments recorded as aforesaid, and they may be used in evidence in

Certified copies as evidence.
1865, 252, § 3.
P. S. 82, § 7.

the same manner as copies certified by the register of deeds.

Trust funds.
1874, 190.
P. S. 82, § 8.
153 Mass. 465.
163 Mass. 513.

SECTION 5. Such corporation may take and hold funds in trust and apply the income thereof to the improvement or embellishment of the cemetery or to the care, preservation or embellishment of any lot or its appurtenances.

Cremation.
1898, 437, § 1.

SECTION 6. Such corporation may cremate bodies of the dead, and may provide the necessary buildings and appliances therefor and for the disposition of the ashes of the dead on any land within its cemetery which the department of public health determines is suitable for that purpose; and such buildings and appliances shall be a part of the cemetery and be dedicated to the burial of the dead, and shall be held by said corporations subject to the duties, and with the privileges and immunities, which they now have under general or special laws.

Crematory corporations.
1885, 265, § 1.

SECTION 7. Five or more persons may form a corporation in the manner provided in chapter one hundred and ten, with a capital of not less than six thousand nor more than fifty thousand dollars, divided into shares of a par value of either ten or fifty dollars, for the purpose of providing the necessary appliances for the disposal by cremation of the bodies of the dead; and they shall have the same powers and privileges, and be subject to the provisions of said chapter, except as hereinafter provided.

— may hold
real estate.
1885, 265, § 2.

SECTION 8. Such corporation may acquire by gift, devise or purchase, and hold in fee simple to an amount not exceeding fifty thousand dollars, land which is necessary and appropriate for its purposes and situated in such place as the department of public health may determine to be suitable.

By-laws and
regulations.
1885, 265,
§§ 2, 3.
1898, 437, § 2.

SECTION 9. Cemetery and crematory corporations may, subject to the approval of said department, make by-laws and regulations consistent with law for the reception and cremation of bodies of the dead and for the disposition of the ashes thereof, and shall conduct their business in accordance with such regulations as said department shall es-

tablish and furnish in writing to the clerk of the corporation. For each violation of the regulations of said department they shall forfeit not less than twenty nor more than five hundred dollars. Such corporation shall not erect, occupy or use any building for the purpose of cremation until the location and plans thereof with all details of construction have been submitted to and approved by said department or by some person designated by it.

ACTS OF 1913, CHAPTER 578, AS AMENDED BY ACTS OF 1914, CHAPTER 523.

AN ACT TO EXEMPT FROM TAXATION PERSONAL PROPERTY HELD FOR
THE CARE OF GRAVES, CEMETERY LOTS AND SIMILAR PURPOSES.

Be it enacted, etc., as follows:

SECTION 1. All personal property held by cities, towns, religious societies and cemeteries, whether incorporated or unincorporated, or by the treasurer and receiver general of the commonwealth or by any corporation, for the perpetual care of graves, cemetery lots and cemeteries, for the placing of flowers upon graves, for the care or renewal of grave stones, monuments or tombs, and for the care and maintenance of burial chapels, shall be exempt from taxation, but this exemption shall not apply to any such personal property held by a cemetery corporation which distributes any of the income or profits of its business among its stockholders or members, nor shall such property be exempt for any year in which the holder thereof omits to bring in to the assessors the list and statement required by section forty-one of Part I of chapter four hundred and ninety of the acts of the year nineteen hundred and nine: *provided*, that nothing herein contained shall be construed to impose upon the treasurer and receiver general any duty to file said list and statement with any board of assessors.

SECTION 2. [Repealed.]

SECTION 3. Cities and towns shall through their boards of assessors and other proper officers abate in full any taxes assessed during the year nineteen hundred and thirteen which could not have been assessed had this act been in force before April first, in the year nineteen hundred and thirteen.

SECTION 4. This act shall take effect upon its passage. [*Approved May 2, 1913.*]

PARISHES AND RELIGIOUS SOCIETIES.

REVISED LAWS, CHAPTER 36.

INCORPORATION OF CHURCHES.

Incorporation
of churches.
1887, 404, § 1.

SECTION 47. Any church may be incorporated according to the provisions of the following sections.

Notice of meet-
ing for incor-
poration.
1887, 404, § 2.

SECTION 48. A notice, signed by one or more of the members of such church, stating the object, time and place of the meeting for its incorporation, and the first election of officers, shall, at least fifteen days before such meeting, be posted in a conspicuous place near one of the principal entrances of the usual place of meeting of said church.

Election
of officers.
1887, 404, § 3.
1891, 265.
1895, 105.

SECTION 49. At the time and place stated in said notice, the resident members of such church who are twenty-one years of age or over may assemble at their place of worship and by ballot elect a moderator, a clerk, who shall be sworn, a treasurer, a standing committee of not less than three nor more than twenty-four members or a board of trustees, managers, directors, executive committee, prudential committee, wardens and vestry or other officers with the powers of a standing committee, and such other officers as they may deem necessary.

By-laws.
1887, 404, § 4.

SECTION 50. The church may make by-laws and may prescribe therein the manner in which and the officers and agents by whom the purposes of its incorporation may be effected. If no provision is made by a vote or by-law of the church for calling meetings, they shall be called in such manner as the standing committee may direct.

Certification of
organization.
1887, 404, § 5.

SECTION 51. The standing committee or other officers shall certify the organization of such church to the commissioner of corporations and taxation, in such form as he shall prescribe; and he, with the secretary of the commonwealth, upon payment of a fee of five dollars to the secretary, shall perform the same duties and with the same legal effect as in the case of corporations organized under chapter one hundred and twenty-five.

SECTION 52. None but members of such church shall be members of such corporation, and only resident members of full age shall vote; but any such corporation may, upon such conditions as it may from time to time prescribe, admit any regular financial supporters of the church to associate membership, with a vote upon financial questions only: *provided, however*, that no action of a meeting in which associate members shall have taken part, looking to the reduction of a minister's salary or the alienation of church property, shall be valid until the same has been ratified by a meeting of church members only, or until sixty days shall have elapsed without a written request of ten church members for such a meeting.

Members of church to be voters. 1887, 404, § 6. 1911, 261.

SECTION 53. The deacons, wardens, trustees or similar officers of a church so incorporated which holds real or personal estate under the provisions of chapter thirty-seven, may, subject to the same uses and trusts as when held by them, convey it to said church.

Deacons may convey estate to the incorporated church. 1887, 404, § 7.

SECTION 54. Any religious society connected with a church so incorporated may, at any meeting called for the purpose, by a three-fourths vote, authorize one or more persons in its name and behalf to convey any real or personal estate belonging to it to such church, and such estate shall thereafter be held by the church subject to the same uses and trusts as when held by said religious society.

Religious societies may convey estate to such church. 1887, 404, § 8.



